

ALVORD AND ALVORD

ATTORNEYS AT LAW

1600 K STREET, NW

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 2, 2000

RECORDATION NO. 23 220-C FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

NOV - 6 '00 : 1-50 PM

SURFACE TRANSPORTATION BOARD

Re: PCJPB-WFEF-2000

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Sublease Supplement - Lot 1, dated as of November 2, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Sublease Agreement which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Sublessee: Peninsula Corridor Joint  
Powers Board  
1250 San Carlos Avenue  
San Carlos, CA 94070

Sublessor: State Street Bank and  
Trust Company of California  
633 West Fifth Street  
Los Angeles, CA 90071

Mr. Vernon Williams  
November 2, 2000  
Page Two

A description of the railroad equipment covered by the enclosed document is

3 F40PH-2 locomotives numbered 920, 921 and 922

A short summary of the document to appear in the index follows:

Sublease Supplement - Lot 1 between Peninsula Corridor Joint Powers Board, Sublessee, and State Street Bank and Trust Company of California, Sublessor covering 3 F40PH-2 locomotives numbered 920, 921 and 922.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF SUBLEASE SUPPLEMENT LOT 1 (PCJPB-WFEF-2000)**

Memorandum of Sublease Supplement Lot 1 (PCJPB-WFEF-2000), made and entered into on November 2, 2000 by and between State Street Bank and Trust Company of California, National Association, as Trustee, as Sublessor (the "Sublessor"), and Peninsula Corridor Joint Powers Board, as Sublessee (the "Sublessee").

**WITNESSETH:**

The undersigned have entered into that certain Sublease Supplement Lot 1 (PCJPB-WFEF-2000), dated as of November 2, 2000, whereby the Sublessor has agreed to sublease to the Sublessee and the Sublessee has agreed to sublease from the Sublessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

RECORDATION NO. 23220-c FILED

NOV - 6 '00 : 1:50 PM

SURFACE TRANSPORTATION BOARD



SUBLESSEE:

PENINSULA CORRIDOR JOINT POWERS  
BOARD

By: *MJ Scanlon*  
Name: MICHAEL J. SCANLON  
Title: EXECUTIVE DIRECTOR

ACKNOWLEDGEMENT

[STATE OF \_\_\_\_\_] )  
[COUNTY OF \_\_\_\_\_] ) ss.:

*see attached*  
On the \_\_\_\_ day of November, 2000, before me personally came \_\_\_\_\_, to me known,  
and known to me to be the individual described in, and who executed the above Memorandum of  
Sublease Supplement; and he acknowledged to me that he executed the same.

\_\_\_\_\_  
Notary Public

California All-Purpose Acknowledgment

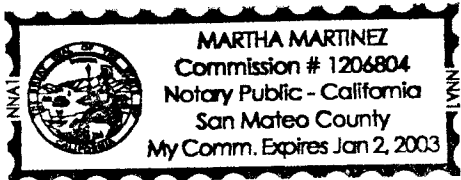
State of California



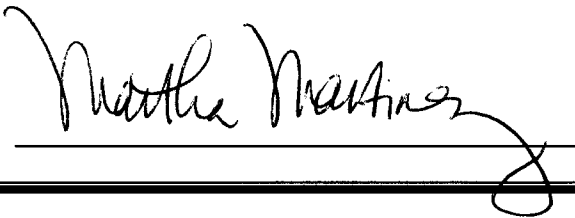
ss.

County of San Mateo

On Wednesday, November 01, 2000, before me, Martha Martinez, Notary Public, personally appeared **MICHAEL J. SCANLON**, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.



Witness my hand and official seal.



**EXHIBIT A**

**Description of Railcars; Equipment Values  
Equipment Lot No. 1**

<b>Item of Equipment</b>	<b>Serial No.</b>	<b>Equipment Value</b>
General Motors F40PH-2 Locomotive	920	\$3,260,000.00
General Motors F40PH-2 Locomotive	921	\$3,260,000.00
General Motors F40PH-2 Locomotive	922	\$3,260,000.00